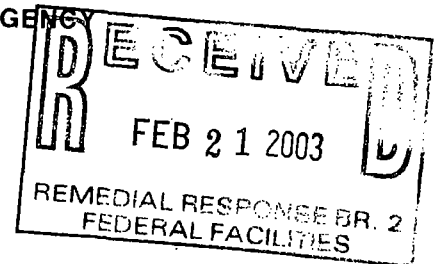




UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION 5  
77 WEST JACKSON BOULEVARD  
CHICAGO, IL 60604-3590



**FEB 18 2003**

**By E-mail and Certified Mail**  
**Return Receipt Requested**

Blue Tee Corp.  
c/o: Terri Faye, Esq.  
Babst, Calland, Clements & Zomnir, PC  
1 North Maple Avenue  
Greensburg, PA 15601



REPLY TO THE ATTENTION OF:

C-14J

Re: Old American Zinc Plant (OAZ) Superfund Site (IL) - Settlement issues involving costs, RI/FS work and TAP provisions - Arrangement for telephonic meeting to conclude AOC/SOW negotiations

Dear Ms. Faye:

The United States Environmental Protection Agency (EPA) has been informed that on Friday, February 14, 2003, your client received a good faith offer from the federal PRP at this site (GSA) for resolution of its legal liability with you and (theoretically, through that action and your joining with GSA in entering into a CERCLA AOC) with EPA as well. As we have also discussed, EPA is adamant about negotiating language for the AOC and SOW that reflects the basic requirements of the June 24, 2002, EPA Guidance on Technical Assistance Plans for Community Involvement in non-NPL Superfund Sites, known as Superfund Alternative Sites (SAS). EPA believes that this is necessary, right and fair at OAZ, because of the need to afford equivalent protection to citizens at SAS sites as is available at NPL sites.

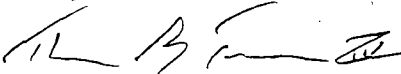
Our previous discussions on this topic have been terse and unproductive, and you have stated to me (since receiving my letter on the subject of January 22, 2003), that you would give further consideration to this matter on behalf of your client after receiving an offer from GSA and being able to assess your overall position in the matter of the RI/FS to be performed. Therefore, I propose a telephonic discussion that EPA will arrange between EPA, GSA (DOJ-Defense), Blue Tee, Inc. and XTRA Intermodal (should they choose to participate in good faith).

The purpose of this meeting would be to discuss the abovementioned TAP provision language for the AOC/SOW; to resolve any last outstanding issues in the AOC/SOW; to offer a neutral forum for Blue Tee, Inc. and GSA to discuss and (hopefully) achieve resolution of the cost and liability issues between themselves for purposes of an effective and smoother settlement; and, to afford XTRA Intermodal a final opportunity to make a serious and good faith commitment to a significant contribution to RI/FS and past costs at the site and to resolve its liability before EPA considers taking more direct, expensive and punitive actions against XTRA Intermodal as a party and probable litigant.

I propose that we arrange for a telephonic discussion early in the week of February 24, 2003 or earlier, if possible. Please contact me with your two or three best date/times for the call, and I will request the same of GSA(DOJ-Def.) and XTRA. I will contact all counsel with the best matching date/times for all parties as soon as possible.

Please feel free to contact me with any comments or questions by e-mail or at 312/886-6613.

Very truly yours,



Tom Turner  
Associate Regional Counsel

cc: Ron Murawski, RPM - US EPA (SR-6J)  
Carlton Cuffman, Enf. Spec. - US EPA (SR-6J)  
Joe Munoz, CIC - U.S. EPA (P-19J)

Dan Pinkston, Esq. (for PRP Group / GSA)  
U.S. DOJ-ENRD/EDS - Denver Field Office

Mike Steinberg, Esq. (for PRP Group/XTRA Intermodal, Inc.)  
Morgan Lewis & Bockius - Washington, DC